

FEB 07 '06

11-51 AM

**SURFACE TRANSPORTATION BOARD**

OF COUNSEL  
URBAN A. LESTER

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036  
—  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

February 7, 2006

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of January 11, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:	NARCAT LLC Suite R 480 West Dussel Drive Maumee, Ohio 43537
Lessee:	River Metals Recycling, LLC P O Box 6521 2114 Metal Lane Louisville, Kentucky 40206

Mr. Vernon A. Williams  
February 7, 2006  
Page 2

A description of the railroad equipment covered by the enclosed document is:

13 gondola cars: RMGX 005079 - RMGX 005091.

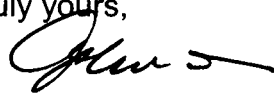
A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/anm  
Enclosures

FEB 07 '06

11-51 AM

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF LEASE****WITNESSETH**

This Memorandum of Lease is entered into as of the 11<sup>th</sup> day of January, 2006, by and between NARCAT LLC, a Delaware limited liability company, having its principal place of business at Suite R, 480 W. Dussel Drive, Maumee, OH 43537 (hereinafter "Lessor") and River Metals Recycling, LLC, a Kentucky limited liability company, having its principal place of business at P.O. Box 6521, 2114 Metal Lane, Louisville, Kentucky 40206 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that certain Full Service Lease Agreement dated effective as of October 1, 2005 (the "Master Lease"), and Rider Deal #C00859 dated effective as of October 1, 2005 (the "Schedule"), whereby Lessor leases to Lessee thirteen (13) railcars bearing railroad reporting marks as noted on attached Exhibit "A."
2. The parties desire to execute this Memorandum for purposes of memorializing of record the Master Lease and Schedule contemplated hereby.
3. This Memorandum of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same Memorandum of Lease.

***[Signature Pages to Follow]***

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

**LESSEE:**

RIVER METALS RECYCLING, LLC

By: 

Printed

Name: MICHAEL T. LEGEAY

Title:

VP FINANCE

Date:

1/11/06

STATE OF

Kentucky

COUNTY OF

Kenton

SS:

The foregoing instrument was acknowledged before me this 11<sup>th</sup> day of January, 2006, by Michael T. Legeay, the VP Finance of River Metals Recycling, LLC, a Kentucky limited liability company, on behalf of the company.

Kathleen B. Boggs  
Notary Public

**Lessor:**

**NARCAT LLC**

By: Rasesh H. Shah

Printed

Name: Rasesh H. Shah

Title: Manager

Date: 1/25/06

STATE OF OHIO )

COUNTY OF LUCAS ) SS:

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of January, 2006, by Rasesh H. Shah, the Manager of NARCAT LLC, NARCAT LLC, a Delaware limited liability company, on behalf of the company.



Julie Ann Dibble  
Notary Public

JULIE ANN DIBBLE  
Notary Public, State of Ohio  
My Commission Expires 08-20-2010

<b>EXHIBIT "A"</b>	
<b>13 Gondolas</b>	
<b>Deal #C00859</b>	
1	RMGX005079
2	RMGX005080
3	RMGX005081
4	RMGX005082
5	RMGX005083
6	RMGX005084
7	RMGX005085
8	RMGX005086
9	RMGX005087
10	RMGX005088
11	RMGX005089
12	RMGX005090
13	RMGX005091

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: February 7, 2006

A handwritten signature in black ink, appearing to read 'R. Alvord', written over a horizontal line.

Robert W. Alvord